

**Form No. MGT-9**  
**EXTRACT OF ANNUAL RETURN**  
**as on the financial year ended on 31<sup>st</sup> March, 2019**

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies  
(Management and Administration) Rules, 2014]

**I. REGISTRATION AND OTHER DETAILS:**

- i. CIN: L85110KA1993PLC015091
- ii. Registration Date: 31<sup>st</sup> December, 1993
- iii. Name of the Company: Cerebra Integrated Technologies Limited
- iv. Category/Sub-Category of the Company: Company Limited by shares and Indian Non Government Company
- v. Address of the Registered Office and contact details:

**Registered Office Address:** S5, Off 3<sup>rd</sup> Cross, Peenya Industrial Area  
Peenya I Stage, Bangalore-560 058  
**Tel.:** 080-22046969  
**Fax.:** 080-22046980  
**Email:** investors@cerebracomputers.com  
**Website:** www.cerebracomputers.com

- vi. Whether Listed Company: Yes
- vii. Name, Address and Contact details of Registrar and Share Transfer Agent:

**Registrars:** Karvy Fintech Private Limited  
Karvy Selenium Tower B, Plot number 31 & 32  
Financial District, Nanakramguda, Serilingampally Mandal  
Hyderabad-500 032, India  
**Tel.:** 91 40-67161564  
**Fax.:** 91 40-23420814  
**Email:** laxmi.rajyam@karvy.com  
**Website:** www.karvycomputershare.com

**II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY:**

All the business activities contributing 10% or more of the total turnover of the Company shall be stated:

Sl. No.	Name and Description of main products / services	NIC Code of the Product / service	% to total turnover of the Company
1	Hardware including trading of Refurbished computer accessories	46511/12	70
2	E Waste Recycling	38300	19
3	Electronics Manufacturing Services, PCB assembly	26104	5
4	Computer consultancy and computer facilities management activities	62020	5

**III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES:**

Sl. No.	Name and Address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of shares held	Applicable Section
1	Cerebra LPO India Limited	U72200KA2008PLC047597	Subsidiary Company	70	2(87)(ii)
2	Cerebra Middle East FZCO, Dubai, UAE	Foreign Company	Subsidiary Company	86.5	2(87)(ii)

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### IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

#### i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the financial year				% Change During the financial year
	Demat	Physical	Total	% of Total shares	Demat	Physical	Total	% of Total shares	
<b>A. Promoters</b>									
(1) Indian									
a) Individual / HUF	7318291	0	7318291	6.08	6792805	800000	7592805	6.27	0.19
b) Central Govt/State Govt (s)	-	-	-	-	-	-	-	-	-
c) Banks / FI	-	-	-	-	-	-	-	-	-
d) Bodies Corp.	-	-	-	-	-	-	-	-	-
e) Any Other	-	-	-	-	-	-	-	-	-
<b>Sub-total (A) (1)</b>	<b>7318291</b>	<b>0</b>	<b>7318291</b>	<b>6.08</b>	<b>6792805</b>	<b>800000</b>	<b>7592805</b>	<b>6.27</b>	<b>0.19</b>
2) Foreign	-	-	-	-	-	-	-	-	-
a) NRIs Individuals	-	-	-	-	-	-	-	-	-
b) Other Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corp.	-	-	-	-	-	-	-	-	-
d) Banks / FI	-	-	-	-	-	-	-	-	-
e) Any Other	-	-	-	-	-	-	-	-	-
<b>Sub-total (A) (2)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Total shareholding of Promoter (A) = (A)(1)+(A)(2)</b>	<b>7318291</b>	<b>0</b>	<b>7318291</b>	<b>6.08</b>	<b>6792805</b>	<b>800000</b>	<b>7592805</b>	<b>6.27</b>	<b>0.19</b>
<b>B. Public Shareholding</b>									
1. Institutions									
a) Mutual Funds	-	-	-	-	-	-	-	-	-
b) Banks / FI	1135656	0	1135656	0.94	1800715	0	1800715	1.49	0.54
c) Central Govt	-	-	-	-	-	-	-	-	-
d) State Govt(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FLLs/FPI	4700000	0	4700000	3.90	4699000	0	4699000	3.88	-0.03
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	0
i) Others (specify)	-	-	-	-	-	-	-	-	0
<b>Sub-total (B)(1)</b>	<b>5835656</b>	<b>0</b>	<b>5835656</b>	<b>4.85</b>	<b>6499715</b>	<b>0</b>	<b>6499715</b>	<b>5.36</b>	<b>0.52</b>
2. Non-Institutions									
a) Bodies Corp.									
i) Indian	3498702	0	3498702	29.06	34743802	0	34743802	28.67	-0.39
ii) Overseas	22170571	6900000	29070571	24.15	14200000	6900000	21100000	17.41	-6.74
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 2 lakh	9921446	284424	10205870	8.48	11179739	270024	11449763	9.45	0.97
ii) Individual shareholders holding nominal share capital in excess of Rs 2 lakh	31223496	36200	31259696	25.97	38457262	-	38457262	31.73	5.77
c) Others (specify) NRI	431398	0	431398	0.36	1041658	0	1041658	0.86	0.50
Clearing Members NBFC Registered with RBI	0	0	0	0	0	0	0	0.03	0.03
<b>Sub-total (B)(2)</b>	<b>100011911</b>	<b>7220624</b>	<b>107232535</b>	<b>89.07</b>	<b>99923938</b>	<b>7170024</b>	<b>107093962</b>	<b>88.37</b>	<b>-0.70</b>
<b>Total Public Shareholding (B)=(B)(1)+(B)(2)</b>	<b>105847567</b>	<b>7220624</b>	<b>113068191</b>	<b>93.92</b>	<b>106423653</b>	<b>7170024</b>	<b>113593677</b>	<b>93.73</b>	<b>-0.19</b>
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>									
<b>Grand Total (A+B+C)</b>	<b>113165858</b>	<b>7220624</b>	<b>120386482</b>	<b>100.00</b>	<b>113216458</b>	<b>7970024</b>	<b>121186482</b>	<b>100.00</b>	

## (ii) Shareholding of Promoters

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year			Share holding at the end of the year			% change in share holding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
	<b>Messrs</b>							
1.	Mr. V Ranganathan	2711152	2.25	0	2185666	2.25	0	0.13
2	Mr. P Vishwamurthy	998130	0.83	0	991830	0.83	0	0.01
3	Mr. Shridhar S Hegde	2588307	2.15	0	2688307	2.22	0	0.07
4.	Mr. Phalanetra Bharath	1010702	0.84	0	1010702	0.84	0	0.01
5.	Ms. Preethi Bharath	10000	0.01	0	10000	0.01	0	0.01
	<b>Total</b>	<b>7318291</b>	<b>6.08</b>	<b>0</b>	<b>7318291</b>	<b>6.08</b>	<b>0</b>	<b>0.19</b>

## (iii) Change in Promoters' Shareholding (please specify, if there is no change)

Sl. No.		Shareholding at the beginning of the financial year		Cumulative Shareholding during the financial year	
		No. of Shares	% of total Shares of the Company	No. of Shares	% of total Shares of the Company
	<b>Messers</b>				
	At the beginning of the year	7308291	6.07	7592805	6.27
	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase /decrease (e.g. allotment /transfer / bonus /sweat equity etc.) <b>Allotment on conversion of warrants</b>			283884	
	At the end of the year	7308291	6.07	7592805	6.27

Sl. No.		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total Shares of the Company	No. of Shares	% of total Shares of the Company
	<b>Mr. Shridhar S Hegde</b>				
	At the beginning of the year	2588307	2.15	2688307	2.22
	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment /transfer / bonus / sweat equity etc.)			Allotment upon conversion of Warrants	
	At the end of the year	2588307	2.15	2688307	2.22

Sl. No.		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total Shares of the Company	No. of Shares	% of total Shares of the Company
	<b>Mr. V Ranganathan</b>				
	At the beginning of the year	2711152	2.25	2885666	2.38
	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment /transfer / bonus / sweat equity etc.)			Allotment upon conversion of Warrants	
	At the end of the year	2711152	2.25	2885666	2.38

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### (iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

Sl. No.	Top 10 Shareholders (*) (Messrs)	Shareholding at the beginning of the year i.e. 1 <sup>st</sup> April, 2018		Cumulative Shareholding at the end of the year i.e. 31 <sup>st</sup> March, 2019	
		No. of Shares	% of total Shares of the Company	No. of Shares	% of total Shares of the Company
1	Kuber Global Fund	11900000	9.88%	11900000	9.82%
2	Manish Lakhi	1923720	1.60%	9423720	7.78%
3	SSJ Finance & Securities Pvt. Ltd	5198627	4.32%	4453565	3.67%
4	Scenic Overseas(S) Pte Ltd. Singapore	3600000	2.99%	3600000	2.97%
5	Silver Stallion Limited	4700000	3.90%	3355000	2.77%
6	Leytron Technology Pte.Ltd. Singapore	3300000	2.74%	3300000	2.72%
7	LPP Developers Private Limited	2700000	2.24%	2700000	2.23%
8	Niraj Rajnikant Shah	1995114	1.66%	2556818	2.11%
9	Cimelia Resource Recovery Pte Ltd	2300000	1.91%	2300000	1.90%
10	Pushkar Banijya Limited	2239006	1.86%	2239006	1.85%
11	DhanlaxmiJaswantrai Mehta	200000	0.17%	1599348	1.32%

### (v) Shareholding of Directors and Key Managerial Personnel:

Sl. No.	For each of the Directors and KMP	Shareholding at the beginning of the financial year		Cumulative Shareholding during the financial year	
		No. of Shares	% of total Shares of the Company	No. of Shares	% of total Shares of the Company
	At the beginning of the year	6272517	5.78	6307589	5.24
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase /decrease (e.g. allotment /transfer / bonus/ sweat equity etc)	Purchase from the open market			
	At the end of the year	6272517	5.78	6307589	5.24

## V. INDEBTEDNESS:

Indebtedness of the Company including interest outstanding/accrued but not due for payment:

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year</b>				
i) Principal Amount	636542	4800000	0	5436542
ii) Interest due but not paid	0	22133	0	22133
iii) Interest accrued but not due	0	0	0	0
<b>Total (i+ii+iii)</b>	<b>636542</b>	<b>4822133</b>	<b>0</b>	<b>5458675</b>
<b>Change in Indebtedness during the financial year</b>				
Addition	648488	0	0	648488
Reduction	0	4800000	0	4800000
<b>Net Change</b>	<b>648488</b>	<b>-4800000</b>	<b>0</b>	<b>4151512</b>
<b>Indebtedness at the end of the financial year</b>				
i) Principal Amount	1285030	0	0	1285030
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due	0	0	0	0
<b>Total (i+ii+iii)</b>	<b>1285030</b>	<b>0</b>	<b>0</b>	<b>1285030</b>

## VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:

## A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

In Rs.

Sl. No.	Particulars of Remuneration	Name of MD/WTD/Manager			Total Amount
		Mr. V Ranganathan	Mr. Shridhar S Hegde	Mr. P Vishwamurthy	
1	1. Gross salary				
	a) Salary as per provisions contained in Section 17(1) of the Income Tax Act, 1961	24,00,000	24,00,000	24,00,000	72,00,000
	b) Value of perquisites u/s 17(2) Income Tax Act, 1961	1,15,200	1,15,200	1,15,200	3,45,600
	c) Profits in lieu of salary u/s 17(3) Income Tax Act, 1961	0	0	0	0
2	Stock Option	0	0	0	0
3	Sweat Equity	0	0	0	0
4	Commission as % of profit	0	0	0	0
	- others, specify...	0	0	0	0
5	Others, please specify	0	0	0	0
	<b>Total (A)</b>	<b>25,15,200</b>	<b>25,15,200</b>	<b>25,15,200</b>	<b>75,45,600</b>
	Ceiling as per the Act	-	-	-	-

## B. Remuneration to other Directors:

Not Applicable

## C. Remuneration to Key Managerial Personnel other than MD/Manager/WTD

In Rs.

Sl. No.	Particulars of Remuneration	Key Managerial Personnel	Total Amount
		Company Secretary	
1	1. Gross Salary	Mrs. Nutan Spidagar	
	a) Salary as per provisions contained in Section 17(1) of the Income-tax Act, 1961	380664	380664
	b) Value of perquisites u/s 17(2) Income Tax Act, 1961	18264	18264
	c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	0	0
2	Stock Option	0	0
3	Sweat Equity	0	0
4	Commission	0	0
	- as % of profit	0	0
	- others, specify	0	0
5	Others, please specify	0	0
	<b>Total</b>	<b>398928</b>	<b>398928</b>

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### VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT/ COURT]	Appeal made if any (give Details)
<b>A. COMPANY</b>					
	Penalty Punishment Compounding		None		
<b>B. DIRECTORS</b>					
	Penalty Punishment Compounding		None		
<b>C. OTHER OFFICERS IN DEFAULT</b>					
	Penalty Punishment Compounding		None		

For and on behalf of Cerebra Integrated Technologies Limited

Place : Bangalore  
Date : 30<sup>th</sup> May, 2019

V Ranganathan  
Managing Director  
DIN: 01247305  
Address: Brindavan 90,  
3<sup>rd</sup> Cross, Sri Venkateshwara Krupa  
Layout West of Chord Road,  
Bangalore-560 079

Shridhar S Hegde  
Whole Time Director  
DIN: 01247342  
Address: 156-A, 36<sup>th</sup> Cross  
2<sup>nd</sup> Block, Rajajinagar  
Bangalore-560 010